

A special meeting of the Town of Clifton Park Industrial Development Agency was convened in public session at the Clifton Park Town Hall, One Town Hall Plaza, in the Town of Clifton Park, New York and telephonically on July 6, 2020 at 7:00 o'clock p.m., local time following the conclusion of a public hearing.

The meeting was called to order by the Chairman and, upon roll being called, the following were:

PRESENT:

|                  |          |
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| Jonathan Schopf  | Chairman |
| Joshua O'Leary   | Member   |
| Todd Hess        | Member   |
| Derek Brown      | Member   |
| Sheila Barkevich | Member   |

ABSENT:

|                 |        |
|-----------------|--------|
| Daniel Fariello | Member |
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ALSO PRESENT:

|                            |   |
|----------------------------|---|
| Melissa C. Yager           | CEO   |
| Thomas Gibbs               | CFO   |
| Kathy Wetmore              | Shenendehowa School District Representative |
| Jean M. Mahserjian, Esq.   | Agency Counsel                              |
| James A. Carminucci, Esq., | Special Counsel                             |

The following resolution was offered by Mr. O'Leary, seconded by Ms. Barkevich, to wit:

RESOLUTION GRANTING PRELIMINARY APPROVAL TOWARD THE PROVIDING OF FINANCIAL ASSISTANCE BY THE TOWN OF CLIFTON PARK INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT CONSISTING OF THE ACQUISITION, CONSTRUCTION, AND INSTALLATION OF AN APPROXIMATELY 104,000 SQUARE FOOT LIGHT INDUSTRIAL AND WAREHOUSING FACILITY ON ROBERTS LANE IN THE TOWN OF CLIFTON PARK, SARATOGA COUNTY, NEW YORK, UPON APPLICATION OF SYNERGY PARK LLC AT A TOTAL PROJECT COST OF \$6,697,200.00.

WHEREAS, the Town of Clifton Park Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of the State of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of the State of New York, as amended (the "Enabling Act"), and Chapter 630 of the 1980 Laws of the State of New York, as amended, constituting Section 925-p of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install "projects" (as defined in the Act), or to cause said projects to be

acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

Synergy Park LLC, a New York limited liability company having an address of 1 Fairchild Square, Clifton Park, New York 12065 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (A) (i) the acquisition of an interest in an approximately 8.3 acre parcel of land constituting a portion of tax map parcels 259.-2-46 and 259.-2-47 and located on Roberts Lane in the Town of Clifton Park, New York (the “Land”) (ii) the construction on the Land of an approximately 104,000 square foot light industrial and warehousing facility (the “Facility”) to be leased to yet to be identified tenants (the “Tenants”) and (iii) the acquisition and installation in the Facility of certain machinery and equipment (the “Equipment” and together with the Land and the Facility, collectively the “Project Facility”) (B) the lease (with the obligation to purchase) or the sale of the Project Facility to the Applicant or such other person as may be designated by the Applicant and agreed upon by the Agency and (C) the providing by the Agency of certain “financial assistance” (as defined in the Act) in the form of exemptions from mortgage recording tax, state and local sales tax and real property taxes; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal \$6,697,200.00; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Applicant that the undertaking of the Project will be an inducement to the Applicant to undertake the Project in the Town of Clifton Park, New York; and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Town of Clifton Park, New York by undertaking the Project in Town of Clifton Park, New York; and

WHEREAS, immediately prior to the consideration of this Resolution, a public hearing with respect to the Project was conducted by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of the State of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency is required to make a determination with respect to the environmental impact of any “Action” (as defined by the SEQR Act) to be taken by the Agency and the approval of the Project constitutes such an “Action”;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF CLIFTON PARK INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. Based upon the representations made by the Applicant to the Agency, the Agency hereby makes the following findings and determinations with respect to the project:

A. The Project constitutes a “project” within the meaning of the Act; and

B. The undertaking by the Agency of the acquisition, reconstruction and installation of the Project Facility pursuant to the Act, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Town of Clifton Park, New York and the State of New York, improve their standard of living and thereby serve the public purposes of the Act; and

C. Based upon covenants of the Applicant, the completion of the Project will not result in the removal of a facility or plant of the Applicant or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other proposed occupant of the Project Facility located in the State except to the extent the foregoing is reasonably necessary to discourage the Applicant or said occupant from removing such other plant or facility outside the State of New York or is reasonably necessary to preserve the competitive position of the Applicant or said occupant in its respective industry.

SECTION 2. Subject to the conditions set forth in Section 3 of this Resolution, the Agency will (A) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed and installed, (B) lease (with the obligation to purchase) or sell the Project Facility to Synergy or its designee pursuant to a lease agreement (hereinafter, the “Agreement”) between the Agency and Synergy, (3) if requested by Synergy, authorize by future resolution the execution and delivery of a mortgage on its interest in the Project Facility to secure a borrowing by Synergy to finance all or a portion of the costs of the Project and (4) provide the Financial Assistance described in the Application.

SECTION 3. The undertaking of the Project, as contemplated by Section 2 of this Resolution, shall be subject to: (A) agreement between Synergy and the Agency as to payment by Synergy of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; and (B) the following additional conditions: (1) that Synergy procure all necessary federal, state and local approvals and permits with respect to the construction and operation of the Project Facility, (2) satisfaction by the Agency with the requirements of the Act, and (3) compliance with the SEQRA Act.

SECTION 4. The officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution.

SECTION 5. Lemery Greisler LLC is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the Applicant and others to prepare, for submission to the Agency, all documents necessary to effect the undertaking of the Project.

SECTION 6. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution and as may allow the Agency to proceed to its final consideration of the Project.

SECTION 7. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

|                  |            |
|------------------|------------|
| Jonathan Schopf  | VOTING AYE |
| Derek Brown      | VOTING AYE |
| Joshua O'Leary   | VOTING AYE |
| Todd Hess        | VOTING AYE |
| Sheila Barkevich | VOTING AYE |

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF                    )

I, the undersigned Chairman of the Town of Clifton Park Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on July 6, 2020, including the resolution contained therein, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, (Assistant) Secretary